

Gentilly Terrace and Gardens Improvement Association Bylaws

ARTICLE I. NAME OF ORGANIZATION:

The name of the organization shall be The Gentilly Terrace and Gardens Improvement Association (GT&GIA).

ARTICLE II. PURPOSE:

The purposes for which GT&GIA is organized are:

- a) To enhance the livability of the neighborhood and New Orleans by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
- b) To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
- c) To do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized.
- d) For such other objectives as are approved by the Board of Directors (Board) or membership.

ARTICLE III. BOUNDARIES:

Boundaries of the GT&GIA neighborhood shall be defined as Gentilly Blvd. to Filmore Ave., Elysian Fields Ave. to Peoples Ave.

ARTICLE IV. MEMBERSHIP:

Section 1 Qualifications: Membership in GT&GIA shall be open to all residents, property owners, and holders of a business license located within the boundaries as defined in ARTICLE III of these bylaws who request in writing to be a member.

Section 2 Voting: All members as defined above shall have one vote each to be cast during attendance at any general or special meeting. One representative from each business shall have the same privilege as the residents listed above. Unless otherwise specified in these bylaws decisions of GT&GIA shall be made by a majority vote of those members present at any meeting.

ARTICLE V. FINANCIAL SUPPORT:

Payment of dues shall not be a requirement to be a member; however, a voluntary \$20 dues per year is requested of the members. If the voluntary dues are paid after September 1st, they will be applied to the following year. Other donations or voluntary contributions will be accepted and fund raising may be authorized by the Board.

ARTICLE VI. MEMBERSHIP MEETINGS:

Section 1 General Membership Meetings: There shall be at least 9 general membership meetings each year. In general, the meetings shall be convened on the 2nd Wednesday of the

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month. Changes to the date for meetings can be decided upon by a majority vote of the Board. Notification of meetings shall be by telephone calls, electronic email lists or any other appropriate means of communication apt to reach the membership. If a vote of the membership is scheduled for a general meeting, all active members will be given 2 days advance notice.

Section 2 Special or Non-Regular Meetings: Special meetings of the membership, board or committees may be called by the President or by majority vote of the Board as deemed necessary. Notification shall be by telephone calls, electronic email lists or any other appropriate means of communication apt to reach the membership. If a vote of the membership is scheduled for a special or non-regular meeting, all active members will be given 2 days advance notice.

Section 3 Agenda: The President shall prepare the agenda for general and special meetings of the membership. Any person may add an item to the agenda by:

- a.) submitting the item in writing (or by email) to the Board at least seven (7) days in advance of the meeting (this written notification requirement is only for any agenda item which requires a vote of the general membership) or,
- b.) making a motion to the Board to add an item to the general or special meeting agendas at those respective meetings. Adoption of that motion requires a second and majority vote.

Section 5 Quorum: A quorum for any general or special meeting of GT&GIA is 18 members.

Section 6 Participation: Any general, special, Board, or committee meeting is open to any person and all who may wish to be heard regarding any item on the agenda. Only members will be eligible to vote. All actions or recommendations of the general or special meetings shall be communicated to all affected parties, including minority opinion reports.

Section 7 Procedures: Roberts Rules of Order shall be followed in all areas not covered by the bylaws.

ARTICLE VII. BOARD OF DIRECTORS AND OFFICERS:

Section 1. Officers of GT&GIA: Officers of GT&GIA shall be President, Vice-President, Secretary and Treasurer.

Section 2 Number of Board Members: The Board shall consist of the four officers plus four (4) to six (6) other members elected at the same general meeting as the officers. The Board shall determine the exact numbers of Board positions annually.

Section 3 Eligibility for Board Service: Only persons eligible for membership shall be qualified to hold an elected or appointed position.

Section 3 Terms of Office: Terms of office are for one (1) year.

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Section 4 Board Vacancies: The Board may fill any vacancy on the Board or committees by majority vote of the Board. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is elected or appointed.

Section 5 Election of Officers and other Board Members: The Officers and other Board members shall be elected annually by a vote of the membership at the annual meeting in November and take office in January of the following year. The names of all candidates for the Board shall be placed in nomination by a nominating committee or by any member of GT&GIA. Election requires a majority vote of the membership present.

Section 6 Duties of Board Members:

The Board shall have following responsibilities and powers:

- a. Manage the daily affairs of GT&GIA.
- b. Make decisions and represent the interests of GT&GIA on all matters for which it is impractical to present to the membership in advance. All such actions shall be reported to the membership at the next regular meeting.
- c. Appoint committees to perform necessary functions and represent GT&GIA on specified topics.
- d. Establish a yearly work plan of priority issues and projects for maintaining and encouraging involvement in GT&GIA.
- e. Set the amount of the voluntary dues.

Section 7 Duties of Officers:

- a. President:** The President shall preside at all board meetings and all membership meetings and shall perform such duties as the Board and the membership from time to time authorizes. The President shall represent the position of the Board and the interests of GT&GIA.
- b. Vice-President:** The Vice-President shall perform the duties of the President in the President's absence and as authorized by the bylaws or regulations of the Board.
- c. Secretary:** The Secretary shall record and maintain minutes of Membership and Board meetings, assist the President with correspondence and maintain the non-financial files of GT&GIA.
- d. Treasurer:** The Treasurer shall have charge of all funds belonging to GT&GIA and shall receive, deposit and disburse funds for GT&GIA in a bank(s) or financial institution(s) in such manner as designated by the Board. The Treasurer shall make financial reports as directed by the Board.

Section 8 Board Meetings:

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a. Regular Board Meetings: There shall be at least 9 regular Board meetings each year. In general, the Board meetings shall be convened on the last Monday of the month. Changes to the date for meetings can be decided upon by the President. Notification shall be by telephone calls, electronic email lists or any other appropriate means of communication apt to reach the membership.

b. Board meetings: Board meetings are chaired by the President.

c. Quorum: A quorum for board meetings of GT&GIA is four (4) Board members if there are eight (8) total Board members, five (5) if there are nine (9) or ten (10) total Board members.

d. Voting: Unless otherwise specified in these bylaws decisions of the Board shall be made by a majority vote of those Board members present at any meeting.

Section 9 Powers of the Board: The Board shall be responsible for all business coming before GT&GIA and for assuring that members are informed of business that affects them through reasonable means of notification. The Board has the responsibility of acting in the best interest of the neighborhood but is not specifically bound to act according to the desire of the majority of members attending a particular meeting.

Section 10 Termination for non-attendance: Board members failing to attend three consecutive Board meetings may be terminated from the Board upon written notice.

ARTICLE VIII. COMMITTEES:

There may be special committees as may be established by the President. Committees must have at least one (1) Board member on them. The Board shall appoint chairpersons of the following standing committees:

- a. Zoning / Blight
- b. Quality of Life / Public Safety
- c. Membership / Communications

ARTICLE IX. CONFLICT OF INTEREST PROCEDURES:

A transaction in which a Board Member may have a direct or indirect conflict of interest may be approved by a vote of the Board if, in advance of the vote by the Board, all material facts of the transaction and the Board Member's interest are disclosed to the Board. A conflict of interest transaction is considered ratified if it receives the affirmative vote of the majority of the Board who have no direct or indirect interest in the transaction. A transaction may not be authorized by single Board member.

A conflict of interest exists for a board member whenever the board member holds a personal financial interest which will be impacted by the action or inaction of GT&GIA on a proposal before the board. A personal financial interest includes an ownership interest above five percent of a business which will be impacted by the decision of the Board. Examples of personal financial interest would include: employment by GT&GIA; ownership of property the use or control of which is being considered by GT&GIA, etc.

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ARTICLE X. GRIEVANCE PROCEDURES:

Section 1 One-on-One Dialogue and Mediation: Individuals and groups are encouraged to reconcile differences, whether inside or outside the scope of these grievance procedures, through one-on-one dialogue or mediation.

Section 2 Eligibility to Grieve: Any person or group may initiate this grievance procedure by submitting a grievance in writing to the Board. Grievances are limited to complaints that the grievant has been harmed by a violation of the Citizen Participation Process Standards or these bylaws that has directly affected the outcome of a decision of GT&GIA. Grievances must be submitted within 45 days of the alleged violation.

Section 3 Processing the Grievance: The Board shall arrange a Grievance Committee, which shall review the grievance. The committee shall hold a public hearing and give the grievant and others wishing to present relevant comment and an opportunity to be heard. The committee shall then forward its recommendations to the Board.

Section 4 Final Resolution: Within 60 calendar days from receipt of the grievance, GT&GIA shall render a final decision on the grievance and notify the grievant of their decision. Deliberations by the grievance committee on a recommendation and by the Board on a decision may be held in executive session.

ARTICLE XI. PROCEDURE FOR CONSIDERATION OF PROPOSALS:

Section 1 Submission of Proposals: Any person or group, inside or outside the boundaries of GT&GIA may propose in writing items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.

Section 2 Notification: The proponent and members directly affected by such proposal shall be notified by telephone call or electronic email of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.

Section 2 Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.

Section 4 Dissemination: GT&GIA shall record recommendations and dissenting views in the meeting minutes.

ARTICLE XII. NON-POLITICAL ORGANIZATION

GT&GIA is a non-profit, non-partisan organization and shall not support candidates for public office.

ARTICLE XIII. PUBLIC MEETINGS/PUBLIC RECORDS REQUIREMENT:

GT&GIA shall abide by all the requirements relative to public meetings and public records as outlined in the Citizen Participation Process Standards . Official action(s) taken by GT&GIA must be on record or part of the minutes of each meeting. The minutes shall include a record of attendance and the results

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of any vote(s) and recommendations made along with a summary of dissenting views. Official records will be kept on file with the District Coalition.

ARTICLE XIV. NONDISCRIMINATION:

GT&GIA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, legal citizenship, national origin, income, or political affiliation in any of its policies, recommendations or actions.

ARTICLE XV ADOPTION AND AMENDMENT OF BYLAWS:

All amendments to these bylaws must be proposed in writing and submitted to members for a reading at a general meeting before voting on their adoption may proceed at a later general meeting. Notice of a proposal to amend the bylaws, specifying the date, time and place for consideration, must be provided to the membership a minimum of seven (7) days before voting. Notification shall be by telephone calls, electronic email lists or any other appropriate means of communication apt to reach the membership. Adoption of and amendments to these bylaws shall require a two-thirds (2/3) vote by the members present at a general meeting.